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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

15 SECURITIES AND EXCHANGE COMMISSION,
16 Plaintiff,
17 vs.
18 NDB, INC. and NIMA GOLSHARIFI,
19 Defendants.

Case No. 23-cv-04724-TLT-DMR

FINAL JUDGMENT AS TO DEFENDANT NIMA GOLSHARIFI

1 The Securities and Exchange Commission having filed a Complaint and Defendant
2 Nima Golsharifi having entered a general appearance; consented to the Court's jurisdiction over
3 Defendant and the subject matter of this action; consented to entry of this Final Judgment
4 without admitting or denying the allegations of the Complaint (except as to jurisdiction and
5 except as otherwise provided herein in paragraph VII); waived findings of fact and conclusions
6 of law; and waived any right to appeal from this Final Judgment:

I.

8 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is
9 permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the
10 Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5
11 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of
12 interstate commerce, or of the mails, or of any facility of any national securities exchange, in
13 connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
 - (b) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
 - (c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person

20 by, directly or indirectly, making any false or misleading statement, or disseminating any false
21 or misleading documents, materials, or information, concerning matters relating to a decision by
22 an investor or prospective investor to buy or sell securities of any company.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

1 II.

2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that

3 Defendant is permanently restrained and enjoined from violating Section 17(a) of the Securities
4 Act of 1933 (the “Securities Act”) [15 U.S.C. § 77q(a)] in the offer or sale of any security by
5 the use of any means or instruments of transportation or communication in interstate commerce
6 or by use of the mails, directly or indirectly:

- 7 (a) to employ any device, scheme, or artifice to defraud;
- 8 (b) to obtain money or property by means of any untrue statement of a material fact
or any omission of a material fact necessary in order to make the statements
made, in light of the circumstances under which they were made, not misleading;
or
- 12 (c) to engage in any transaction, practice, or course of business which operates or
would operate as a fraud or deceit upon the purchaser

14 by, directly or indirectly, making any false or misleading statement, or disseminating any false
15 or misleading documents, materials, or information, concerning matters relating to a decision by
16 an investor or prospective investor to buy or sell securities of any company.17 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in
18 Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who
19 receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant’s
20 officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or
21 participation with Defendant or with anyone described in (a).

22 III.

23 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that pursuant to Sections
24 21(d)(1) and 21(d)(5) of the Exchange Act [15 U.S.C. § 78u(d)(1) and (5)], and Section 20(b) of
25 the Securities Act [15 U.S.C. § 77t(b)], Defendant is, for a period of two years following the
26 date of entry of this Final Judgment, restrained and enjoined from directly or indirectly,
27 including, but not limited to, through any entity he owns or controls, participating in the
28

1 issuance, purchase, offer, or sale of any security, provided, however, that such an injunction
 2 shall not prevent Defendant from purchasing or selling securities for his own personal accounts.

3 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in
 4 Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who
 5 receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's
 6 officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or
 7 participation with Defendant or with anyone described in (a).

8 IV.

9 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Section
 10 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)] and Section 20(e) of the Securities Act
 11 [15 U.S.C. § 77t(e)], Defendant is prohibited, for a period of two years following the date of
 12 entry of this Final Judgment, from acting as an officer or director of any issuer that has a class
 13 of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is
 14 required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

15 V.

16 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
 17 Defendant is liable for a civil penalty in the amount of \$100,000 pursuant to Section 21(d) of
 18 the Exchange Act [15 U.S.C. § 78u(d)] and Section 20(d) of the Securities Act [15 U.S.C. §
 19 77t(d)]. Defendant shall satisfy this obligation by paying \$100,000 to the Securities and
 20 Exchange Commission within 30 days after entry of this Final Judgment.

21 Defendant may transmit payment electronically to the Commission, which will provide
 22 detailed ACH transfer/Fedwire instructions upon request. Payment may also be made directly
 23 from a bank account via Pay.gov through the SEC website at
 24 <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified check, bank
 25 cashier's check, or United States postal money order payable to the Securities and Exchange
 26 Commission, which shall be delivered or mailed to

27 Enterprise Services Center

28 Accounts Receivable Branch

6500 South MacArthur Boulevard
Oklahoma City, OK 73169

and shall be accompanied by a letter identifying the case title, civil action number, and name of this Court; Nima Golsharifi as a defendant in this action; and specifying that payment is made pursuant to this Final Judgment.

Defendant shall simultaneously transmit photocopies of evidence of payment and case identifying information to the Commission's counsel in this action. By making this payment, Defendant relinquishes all legal and equitable right, title, and interest in such funds and no part of the funds shall be returned to Defendant.

The Commission may enforce the Court's judgment for penalties by the use of all collection procedures authorized by law, including the Federal Debt Collection Procedures Act, 28 U.S.C. § 3001 *et seq.*, and moving for civil contempt for the violation of any Court orders issued in this action. Defendant shall pay post judgment interest on any amounts due after 30 days of the entry of this Final Judgment pursuant to 28 U.S.C. § 1961. The Commission shall hold the funds, together with any interest and income earned thereon (collectively, the "Fund"), pending further order of the Court.

The Commission may propose a plan to distribute the Fund subject to the Court's approval. Such a plan may provide that the Fund shall be distributed pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. The Court shall retain jurisdiction over the administration of any distribution of the Fund and the Fund may only be disbursed pursuant to an Order of the Court.

Regardless of whether any such Fair Fund distribution is made, amounts ordered to be paid as civil penalties pursuant to this Final Judgment shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Defendant shall not, in any Related Investor Action argue that he is entitled to, nor shall he further benefit by, offset or reduction of any compensatory damages award by the amount of any part of Defendant's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Defendant shall, within

1 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel
 2 in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair
 3 Fund, as the Commission directs. Such a payment shall not be deemed an additional civil
 4 penalty and shall not be deemed to change the amount of the civil penalty imposed in this Final
 5 Judgment. For purposes of this paragraph, a "Related Investor Action" means a private
 6 damages action brought against Defendant by or on behalf of one or more investors based on
 7 substantially the same facts as alleged in the Complaint in this action.

8 VI.

9 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is
 10 incorporated herein with the same force and effect as if fully set forth herein, and that
 11 Defendant shall comply with all of the undertakings and agreements set forth therein.

12 VII.

13 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, solely for purposes
 14 of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, the
 15 allegations in the complaint are true and admitted by Defendant, and further, any debt for civil
 16 penalty or other amounts due by Defendant under this Final Judgment or any other judgment,
 17 order, consent order, decree or settlement agreement entered in connection with this proceeding,
 18 is a debt for the violation by Defendant of the federal securities laws or any regulation or order
 19 issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C.
 20 §523(a)(19).

21 VIII.

22 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall
 23 retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

25 Dated: June 9, 2025



26 UNITED STATES DISTRICT JUDGE